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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: ::Chapter 11 Case No.
::
::05-17923 (ASH)
::
DELTA AIR LINES, INC., et. al., : (Jointly Administered)

Reorganized Debtors.

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**COUNTERDESIGNATION OF RECORD ON APPEAL FROM ORDER
ENTERED BY THE BANKRUPTCY COURT ON APRIL 24, 2007
[DOCKET NO. 5916] ON BEHALF OF DEBTORS, KENTON COUNTY
AIRPORT BOARD, UMB BANK, N.A. AS INDENTURE TRUSTEE, AND
THE POST-EFFECTIVE COMMITTEE OF UNSECURED CREDITORS**

Delta Air Lines, Inc. (“Delta”) and those of its subsidiaries that are reorganized debtors in these proceedings (collectively, the “Debtors”),¹ the Kenton County Airport Board (“KCAB”), U.M.B. Bank, as Indenture Trustee, and the Post-Effective Committee of Unsecured Creditors (the “Committee”), by and through their undersigned attorneys, hereby submit, pursuant to Federal Rule

¹ The Reorganized Debtors are the following entities: ASA Holdings, Inc.; Comair Holdings, LLC; Comair, Inc.; Comair Services, Inc.; Crown Rooms, Inc.; DAL Aircraft Trading, Inc.; DAL Global Services, LLC; DAL Moscow, Inc.; Delta AirElite Business Jets, Inc.; Delta Air Lines, Inc.; Delta Benefits Management, Inc.; Delta Connection Academy, Inc.; Delta Corporate Identity, Inc.; Delta Loyalty Management Services, LLC; Delta Technology, LLC; Delta Ventures III, LLC; Epsilon Trading, LLC; Kappa Capital Management, Inc.; and Song, LLC.

of Bankruptcy Procedure 8006, the following counter-designation of additional items to be included in the record on appeal to the United States District Court for the Southern District of New York with respect to that Order of the United States Bankruptcy Court for the Southern District of New York (the “Order”) dated April 24, 2006 [Docket No. 5916] granting the Debtors’ Motion Pursuant to Bankruptcy Rule 9019 and Bankruptcy Code Sections 105, 363 and 365 for Entry of an Order (I) Approving Settlement Agreement; (II) Approving the Rejection of Certain Agreements; and (III) Authorizing the Entry into Certain New Agreements [Docket No. 5050].

**Counter-Designation of Additional Items to Be Included
in the Record on Appeal**

Pursuant to Federal Rule of Bankruptcy Procedure 8006, the Debtors, KCAB, U.M.B. Bank, N.A., and the Committee counter-designate the following additional items to be included in the record on appeal:

Date	Docket Number	Pleading
1/9/07	4096	Re-Notice of Hearing
2/22/07	5585	Transcript of February 22, 2007 Hearing before The Honorable Adlai S. Hardin, United States Bankruptcy Court, Southern District of New York
3/13/07	5193	Supplemental Statement of White & Case LLP Pursuant to Bankruptcy Code 2019
3/27/07	5459	Second Supplemental Statement of White & Case LLP Pursuant to Bankruptcy Code 2019
4/25/07	5978	Third Supplemental Statement of White & Case LLP Pursuant to Bankruptcy Code 2019
5/4/07	6095	Fourth Supplemental Statement of White & Case LLP Pursuant to Bankruptcy Code 2019

4/18/07	5822	Certification of Jane Sullivan of Financial Balloting Group LLC with Respect to the Tabulation of Votes on the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
4/27/07	6023	Order Denying Application of Objecting Bondholders For Stay Pending Appeal of This Court's Order (I) Approving Settlement Agreement Pursuant to Federal Rule of Bankruptcy Procedure 9019, (II) Approving the Rejection of Certain Agreements Under Section 365 and (III) Authorizing the Entry into Certain New Agreements Under Section 363
4/25/07	6139	Transcript of April 25, 2007 Hearing before The Honorable Adlai S. Hardin, United States Bankruptcy Court, Southern District of New York
4/25/07	5998	Order Confirming Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code
4/4/07		Deposition Transcript of Frank Bramwell (highlighted portions as agreed to and designated by the parties)
4/6/07		Deposition Transcript of Robert F. Holscher, (highlighted portions as agreed to and designated by the parties)
4/10/07		Deposition Transcript of Jay Turney (highlighted portions as agreed to and designated by the parties)
4/23/07	5863	Declaration of Timothy R. Coleman in Support of the Confirmation of the Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code
4/23/07	5863	Declaration of Edward H. Bastian in Support of Confirmation of the Debtors' Joint Plan of Reorganization under Chapter 11 of the

		Bankruptcy Code
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New York, NY
Dated: May 18, 2007

By: /s/ Marshall S. Huebner
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